

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
: In re : Chapter 11  
: :  
: DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)  
: :  
: Reorganized Debtors. : (Jointly Administered)  
: :  
-----x

**STIPULATION AND CONSENT ORDER PURSUANT TO  
11 U.S.C. § 503(b) AND FED. R. BANKR. P. 3007 DISALLOWING AND  
EXPUNGING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19775**

DPH Holdings Corp. and certain of its affiliated reorganized Debtors in the above captioned cases (the “Reorganized Debtors”) and Continental AG and its affiliated claimant entities (collectively, “Claimants”) respectfully submit this Stipulation and Consent Order Pursuant to 1 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Proof of Administrative Expense Claim Number 19775 (the “Stipulation and Consent Order”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the “Court”);

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors;

WHEREAS, on January 22, 2010, the Reorganized Debtors filed their Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection"), by which the Reorganized Debtors objected to proof of administrative expense claim number 19775 (the "Continental Claim") filed by the Claimants;

WHEREAS, on February 23, 2010, Claimants filed a response to the Forty-Third Omnibus Claims Objection (Docket No. 19359) (the "Response");

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection as it pertains to the Continental Claim and the Response, the Reorganized Debtors and Continental stipulate and agree; and

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Continental Claim, consisting of proof of administrative expense claim number 19775, is hereby disallowed and expunged in its entirety.

2. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of administrative claims subject to the Forty-Third Omnibus Claims Objection to hear and determine all matters arising from the implementation of this Stipulation and Consent Order.

3. Each administrative claim and the objections by the Reorganized Debtors to each administrative claim addressed in the Forty-Third Omnibus Claims Objection constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This Stipulation and Consent Order shall be deemed a separate order with respect to the administrative claims addressed hereby. Any stay of this Stipulation and Consent Order shall apply only to the contested matter, which involves such administrative claim and shall not act to stay the applicability or finality of this Stipulation and Consent Order with respect to the other contested matters covered by the Forty-Third Omnibus Claims Objection.

**[Concluded on Following Page]**

4. Kurtzman Carson Consultants LLC is hereby directed to serve this order in accordance with the Claims Objection Procedures Order and the administrative claims Objection Procedures Order.

So Ordered in White Plains, New York this 25th day of January, 2011

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY

Attorneys for DPH Holdings Corp., et al.  
Reorganized Debtors

Attorneys for Continental AG and Affiliated  
Claimants

By /s/ Neil Berger  
Neil Berger  
Lara Sheikh  
TOGUT, SEGAL & SEGAL LLP  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

By: /s/ Timothy McFadden  
Peter Clark  
Timothy McFadden  
Barnes & Thornburg LLP  
One North Wacker Drive, Suite 4400  
Chicago, Illinois 60606  
(312) 214-5668